

RECORDATION NO. 23382-B FILED

APR 05 '02

4-21 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 5, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination, dated as of February 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Locomotive Lease Agreement which was previously filed with the Board under Recordation Number 23382.

The names and addresses of the parties to the enclosed document are:

Lessor: Grand Trunk Western Railroad Incorporated
c/o Canadian National Railway
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

Lessee: Railcar, Ltd.
1819 Peachtree Road, N.E.
Suite 425
Atlanta, Georgia 30309-1847

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A description of the railroad equipment covered by the enclosed document is:

35 locomotives within the series RMPX 6406 - RMPX 6424 (formerly marked GTW) and RMPX 9404 - RMPX 9661 (formerly marked CN) as specifically set forth on Schedule A to the Memorandum of Lease Termination.

A short summary of the document to appear in the index is:

Memorandum of Lease Termination.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE TERMINATION

dated as of February 28, 2002

WHEREAS, Grand Trunk Western Railroad Incorporated as lessor ("GTW") and **Railcar, Ltd.** as lessee ("Railcar") entered into a Locomotive Lease Agreement dated as of December 1, 1999 ("Lease") covering thirty-five (35) General Motors EMD GP40-2 four-axle diesel-electric locomotives bearing the marks and numbers more particularly specified in Schedule A hereto;

WHEREAS, the following registrations were made relating to the Lease:

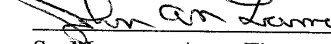
- 1) A Memorandum of Locomotive Lease Agreement was filed at the Surface Transportation Board ("STB"), in accordance with 49 U.S.C. Section 11301, on February 22, 2001 at 9:22 A.M. and assigned recordation number 23382;
- 2) A Summary of Locomotive Lease Agreement was deposited at the Office of the Registrar General of Canada ("RGC"), pursuant to Section 105 of the Canada Transportation Act, on February 19, 2001 at 1:32 P.M.; and
- 3) A Notice of Renumbering was similarly i) filed at the STB on October 12, 2001 at 2:51 P.M. with assigned recordation number 23382-A and ii) deposited at the RGC on October 3, 2001 at 2:15 P.M.

NOW THEREFORE, TAKE NOTICE THAT GTW and Railcar hereby terminate the Lease except for the terms and conditions therein which are designed by their nature to survive the termination thereof.

IN WITNESS WHEREOF, this Memorandum of Lease Termination has been executed, by officers of GTW and Railcar thereunto duly authorized, as of the day and year first above written.

**GRAND TRUNK WESTERN
RAILROAD INCORPORATED,**
as lessor

RAILCAR, LTD.,
as lessee

By: 
Its: Sr. Manager, Asset Finance

By: 
Its: SVP Finance

GTW File Reference: CA 8279

REGISTRATION NO. 23382-B FILED
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SURFACE TRANSPORTATION BOARD

Schedule A to Memorandum

<u>Original Mark and Number</u>	<u>Current Mark and Number</u>
GTW 6406	RMPX 6406
GTW 6407	RMPX 6407
GTW 6408	RMPX 6408
GTW 6409	RMPX 6409
GTW 6410	RMPX 6410
GTW 6411	RMPX 6411
GTW 6413	RMPX 6413
GTW 6412	RMPX 6412
GTW 6415	RMPX 6415
GTW 6424	RMPX 6424
CN 9404	RMPX 9404
CN 9406	RMPX 9406
CN 9413	RMPX 9413
CN 9420	RMPX 9420
CN 9426	RMPX 9426
CN 9431	RMPX 9431
CN 9441	RMPX 9441
CN 9442	RMPX 9442
CN 9443	RMPX 9443
CN 9457	RMPX 9457
CN 9464	RMPX 9464
CN 9485	RMPX 9485
CN 9490	RMPX 9490
CN 9504	RMPX 9504
CN 9505	RMPX 9505
CN 9514	RMPX 9514
CN 9520	RMPX 9520
CN 9578	RMPX 9578
CN 9603	RMPX 9603
CN 9610	RMPX 9610
CN 9637	RMPX 9637
CN 9638	RMPX 9638
CN 9645	RMPX 9645
CN 9658	RMPX 9658
CN 9661	RMPX 9661

John